

Executed in 8 Counterparts
Counterpart No. 2

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

Series 3

6643-0
RECORDATION NO. _____ Filed & Recorded

JUN 26 1973 - 10 20 AM

STATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of May 22 , 19 73

TO

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1972

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST

COMPANY OF CHICAGO,
Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

CHICAGO

ILL. STATE COM. COM.

RECORDED & INDEXED
JUN 26 1973

SUPPLEMENTAL AGREEMENT (the "Supplement") dated as of May 22, 1973, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of June 15, 1972, by and between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.08 of the Agreement the Company deposited cash with the Trustee on account of the equipment described in (2) below becoming worn out, unsuitable for use, lost or destroyed, and

WHEREAS, in accordance with Section 5.08 of the Agreement the Company wishes to sell, assign and transfer to the Trustee the equipment described in (1) below in exchange for payment by the Trustee of cash to the Company, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to:

- (1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
19	4427 cu. ft. capacity 100-ton Covered Hopper	TLDX 5420 - 5424 TLDX 5426 - 5431 TLDX 6317 - 6324

and

- (2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
3	4475 cu. ft. Capacity 100-ton Covered Hopper	TLCX 26026, 26050, 26058
6	4740 cu. ft. Capacity 100-ton Covered Hopper	TLCX 31091, 31126, 31132, 31141, 31152, 31214
1	23,500 gal. Insulated Tank Car	PTLX 223329

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate sales duly attested, to be hereunto affixed as of the day and year first written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

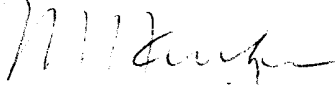
BY



Second Vice President

[Corporate Seal]

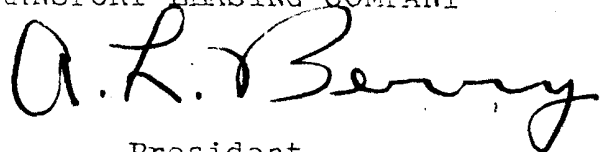
Attest:



Trust Officer.

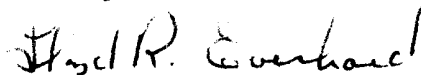
PULLMAN TRANSPORT LEASING COMPANY

BY



President

[Corporate Seal]



Secretary.

STATE OF ILLINOIS, }
COUNTY OF COOK, } SS.:

On this 7TH day of JUNE, 1973, before me personally came R. J. Wozniak, to me known, who, being by me duly sworn, says that he resides at 2320 WESTOVER, NORTH RIVERSIDE, ILLINOIS, that he is a Second Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

Notary Public

My Commission Expires

[Notarial Seal]

STATE OF ILLINOIS, }
COUNTY OF COOK, } SS.:

On this 24th day of May, 1973, before me personally came Arthur L. Berry, to me known, who, being by me duly sworn, says that he resides at 1639 Central Avenue, Wilmette, Illinois, that he is the President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Virginia Gadd
Notary Public

My Commission Expires Sept. 12, 1974

[Notarial Seal]